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ELIAS C. ALVORD (1942)
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OF COUNSEL
URBAN A LESTER

SURFACE TRANSPORTATION BOARD

April 9, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Assignment of Leases, dated as of March 31, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Commission under Recordation Numbers 10422.

The name and address of the party to the enclosed document are:

Owner Trustee/
Assignor:

U.S. Bank National Association
(as successor to The Connecticut
Bank and Trust Company)
60 Livingston Avenue
St. Paul, Minnesota 55107

[Assignee/Buyer:

The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537]

Anne K. Quinlan, Esquire
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A description of the railroad equipment covered by the enclosed document is:

203 railcars within the following series: UCFX 57105 - UCFX 57235 (72 cars); UCFX 57101 - UCFX 57303 (97 cars); UCFX 57240 - UCFX 47302 (27 cars); and UCFX 30001 - UCFX 30008 (7 cars) as more particularly set forth in the attachment to the document

A short summary of the document to appear in the index is:

Bill of Sale and Assignment of Leases.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

APR 09 '08 -11 00 AM

BILL OF SALE AND ASSIGNMENT OF LEASES**SURFACE TRANSPORTATION BOARD**

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, U.S. BANK NATIONAL ASSOCIATION, not in its individual capacity but solely as successor owner trustee (the "Trustee") to The Connecticut Bank and Trust Company under the Trust Agreement dated as of April 1, 1979 and referred to as "U.C. Trust No. 18" (the "Trust Agreement"), does hereby sell, assign and transfer unto THE ANDERSONS, INC., an Ohio corporation (the "Buyer"), and unto Buyer's successors and assigns forever, all of the Trustee's right, title and interest in and to the units of railroad rolling stock described in Exhibit A (the "Equipment"), together with an assignment of all rights and interests of the Trustee under any and all leases relating to or with respect to the Equipment, including, without limitation, all rights of the Trustee in and to the lease agreements described in Exhibit B hereto (collectively, the "Lease").

THE EQUIPMENT IS BEING SOLD TO THE BUYER BY THE TRUSTEE "AS-IS" "WHERE-IS", WITHOUT ANY REPRESENTATIONS OR WARRANTIES WHATSOEVER, WHETHER WRITTEN, ORAL OR IMPLIED, AND THE TRUSTEE SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS FOR A PARTICULAR PURPOSE, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, NOR SHALL THE TRUSTEE BE DEEMED TO HAVE MADE ANY REPRESENTATIONS OR WARRANTIES AS TO ITS TITLE TO THE EQUIPMENT, EXCEPT THAT BY THIS BILL OF SALE THE TRUSTEE AGREES AND WARRANTS THAT IT IS TRANSFERRING TO THE BUYER WHATEVER TITLE TO OR INTEREST IN THE EQUIPMENT AND THE LEASE THAT THE TRUSTEE RECEIVED IN ITS CAPACITY AS TRUSTEE UNDER THE TRUST AGREEMENT.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale and Assignment of Leases as of the 31st day of March, 2008.

U.S. BANK NATIONAL ASSOCIATION,
not individually but solely as Trustee as aforesaid

By: Marianne D. [Signature]Its: VICE PRESIDENT

EXHIBIT A TO BILL OF SALE AND ASSIGNMENT OF LEASES

THE EQUIPMENT

Seventy two (72) 100 Ton CF5701 Center Flow Covered Hopper Cars marked as follows:

UCFX 057105	UCFX 057171	UCFX 057206
UCFX 057106	UCFX 057172	UCFX 057207
UCFX 057107	UCFX 057173	UCFX 057210
UCFX 057109	UCFX 057175	UCFX 057211
UCFX 057113	UCFX 057176	UCFX 057212
UCFX 057116	UCFX 057177	UCFX 057213
UCFX 057117	UCFX 057178	UCFX 057214
UCFX 057119	UCFX 057179	UCFX 057216
UCFX 057127	UCFX 057180	UCFX 057217
UCFX 057130	UCFX 057182	UCFX 057218
UCFX 057141	UCFX 057183	UCFX 057219
UCFX 057142	UCFX 057185	UCFX 057220
UCFX 057146	UCFX 057186	UCFX 057221
UCFX 057148	UCFX 057187	UCFX 057223
UCFX 057150	UCFX 057188	UCFX 057224
UCFX 057151	UCFX 057190	UCFX 057225
UCFX 057152	UCFX 057192	UCFX 057226
UCFX 057155	UCFX 057193	UCFX 057227
UCFX 057156	UCFX 057194	UCFX 057228
UCFX 057159	UCFX 057198	UCFX 057229
UCFX 057160	UCFX 057199	UCFX 057231
UCFX 057163	UCFX 057202	UCFX 057232
UCFX 057166	UCFX 057204	UCFX 057234
UCFX 057168	UCFX 057205	UCFX 057235

Ninety seven (97) 100-Ton CF5701 Center Flow Covered Hopper Cars, marked as follows:

UCFX 057101	UCFX 057153	UCFX 057253
UCFX 057102	UCFX 057154	UCFX 057254
UCFX 057104	UCFX 057158	UCFX 057255
UCFX 057108	UCFX 057161	UCFX 057257
UCFX 057110	UCFX 057162	UCFX 057258
UCFX 057111	UCFX 057164	UCFX 057259
UCFX 057112	UCFX 057165	UCFX 057262
UCFX 057114	UCFX 057167	UCFX 057264
UCFX 057115	UCFX 057169	UCFX 057265
UCFX 057118	UCFX 057170	UCFX 057267
UCFX 057120	UCFX 057174	UCFX 057268
UCFX 057121	UCFX 057181	UCFX 057269
UCFX 057122	UCFX 057189	UCFX 057270
UCFX 057123	UCFX 057191	UCFX 057271
UCFX 057124	UCFX 057195	UCFX 057273
UCFX 057125	UCFX 057196	UCFX 057274
UCFX 057126	UCFX 057197	UCFX 057275
UCFX 057128	UCFX 057200	UCFX 057277
UCFX 057129	UCFX 057201	UCFX 057279
UCFX 057131	UCFX 057203	UCFX 057280
UCFX 057132	UCFX 057208	UCFX 057283
UCFX 057133	UCFX 057209	UCFX 057288

UCFX 057134	UCFX 057215	UCFX 057291
UCFX 057135	UCFX 057222	UCFX 057292
UCFX 057136	UCFX 057230	UCFX 057295
UCFX 057137	UCFX 057236	UCFX 057296
UCFX 057138	UCFX 057237	UCFX 057297
UCFX 057139	UCFX 057238	UCFX 057298
UCFX 057143	UCFX 057244	UCFX 057300
UCFX 057144	UCFX 057247	UCFX 057301
UCFX 057145	UCFX 057248	UCFX 057303
UCFX 057147	UCFX 057251	
UCFX 057149	UCFX 057252	

Twenty seven (27) 100-Ton CF5701 Center Flow Covered Hopper Cars, marked as follows:

UCFX 057240	UCFX 057278	UCFX 057282
UCFX 057241	UCFX 057281	UCFX 057285
UCFX 057243	UCFX 057284	UCFX 057286
UCFX 057249	UCFX 057299	UCFX 057287
UCFX 057256	UCFX 057242	UCFX 057289
UCFX 057261	UCFX 057245	UCFX 057290
UCFX 057263	UCFX 057246	UCFX 057293
UCFX 057272	UCFX 057260	UCFX 057294
UCFX 057276	UCFX 057266	UCFX 057302

Seven (7) 100-Ton Roller Bearing DOT 111A100W1 30,900 Gallon N/C, N/I Tank Cars, marked as follows:

UCFX 030001	UCFX 030004	UCFX 030008
UCFX 030002	UCFX 030005	
UCFX 030003	UCFX 030007	

EXHIBIT B TO BILL OF SALE AND ASSIGNMENT OF LEASES

THE LEASE

- (i) Lease, dated as of April 1, 1979, between the Connecticut Bank and Trust Company, as Trustee/Lessor, and Union Carbide Corporation, as Lessee ("Lease");
- (ii) Lease Supplement 1 to the Lease, dated as of July 25, 1979, between Lessor and Lessee ("Lease Supplement 1");
- (iii) Lease Supplement 2 to the Lease, dated as of January 25, 1980, between Lessor and Lessee ("Lease Supplement 2");
- (iv) Lease Supplement 3 to the Lease, dated as of July 25, 1980, between Lessor and Lessee ("Lease Supplement 3");
- (v) Lease Extension Agreement to Lease Supplement 1, dated as of July 25, 2005, between U.S. Bank National Association, as successor Trustee/Lessor, and Lessee;
- (vi) Lease Extension Agreement to Lease Supplement 2, dated as of January 25, 2005, between U.S. Bank National Association, as successor Trustee/Lessor, and Lessee;
- (vii) Lease Extension Agreement to Lease Supplement 3, dated as of June 22, 2005, between U.S. Bank National Association, as successor Trustee/Lessor, and Lessee;
- (viii) Second Lease Extension Agreement to Lease Supplement 1, dated as of September 25, 2006, between U.S. Bank National Association, as Trustee/Lessor, and Lessee;
- (ix) Second Lease Extension Agreement to Lease Supplement 2, dated as of September 25, 2006, between U.S. Bank National Association, as Trustee/Lessor, and Lessee; and
- (x) Second Lease Extension Agreement to Lease Supplement 3, dated as of September 25, 2006, between U.S. Bank National Association, as Trustee/Lessor, and Lessee.

CALIFORNIA ALL-PURPOSE ACKNOWLEDGMENT

State of California

County of San Francisco

On April 4, 2008

Date

before me, Russell Leehey

Notary Public

personally appeared Marlene Diaz

Name(s) of Signer(s)

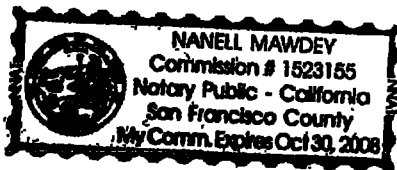
who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within Instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Signature Russell Leehey

Signature of Notary Public



Place Notary Seal Above

OPTIONAL

Though the information below is not required by law, it may prove valuable to persons relying on the document and could prevent fraudulent removal and reattachment of this form to another document.

Description of Attached Document

Title or Type of Document: _____

Document Date: _____ Number of Pages: _____

Signer(s) Other Than Named Above: _____

Capacity(ies) Claimed by Signer(s)

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
Top of thumb here

Signer's Name: _____

- ☐ Individual
☐ Corporate Officer — Title(s): _____
☐ Partner — ☐ Limited ☐ General
☐ Attorney in Fact
☐ Trustee
☐ Guardian or Conservator
☐ Other: _____

Signer Is Representing: _____

RIGHT THUMBPRINT
OF SIGNER
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CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 4/9/08



Robert W. Alvord